

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>W. R. GRACE &amp; CO., et al.,</b>	§	<b>Case No. 01-01139 (JKF)</b>
	§	
<b><i>Debtors.</i></b>	§	<b>Jointly Administered</b>
	§	
	§	<b>Objection Deadline: 8/25/2011; 4:00 PM ET</b>
	§	<b>Hearing Date: 12/19/2011; 9:00 AM ET</b>

**ELEVENTH QUARTERLY APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS  
AND HOLDERS OF DEMANDS FOR THE 41<sup>ST</sup> QUARTERLY  
PERIOD FROM APRIL 1, 2011 THROUGH JUNE 30, 2011**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Alan B. Rich, Esq., pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Amended Interim Compensation Order") and Del. Bankr. LR 2016-2, and hereby applies for an order allowing him (i) compensation in the amount of \$68,900.00 for the reasonable and necessary legal services he has rendered to the Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property

Damage Claimants and Holders of Demands and (ii) reimbursement of actual and necessary expenses that he has incurred in the amount of \$820.65, for a total of \$69,720.65, or one hundred percent (100%) of all compensation and expense reimbursement requested, for the period April 1, 2011 through June 30, 2011 (the "Quarterly Fee Application"), and in support of this Quarterly Fee Application, would respectfully show as follows:

### SUMMARY

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 ( <i>nunc pro tunc</i> )
Period for Which Compensation and Reimbursement is Sought:	April 1, 2011 through June 30, 2011
Amount of Fees Sought as Actual Reasonable and Necessary:	\$68,900.00
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$820.65
This is a(n): <input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Quarterly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application	

### PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees <sup>1</sup>	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid

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<sup>1</sup> At 80% of the total incurred.

12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid
2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid

7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/2/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	Paid	Paid
6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	\$243.05	Paid	Paid
7/1/2011	6/1/2011 to 6/30/2011	\$18,824.00	\$533.60	CNO Filed	CNO Filed

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 26 years, and his billing rate is \$650 per hour. In this Quarterly Application period Mr. Rich billed 106.0 hours,<sup>2</sup> for a total amount billed of \$68,900.00, of which 80% (\$55,120.00) has already been paid or has payment pending, leaving the amount not yet approved or paid of \$13,780.00.

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<sup>2</sup> Non-Productive travel time is included in this figure, but at 50% of the actual time.

The time for preparation of this Eleventh Quarterly Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	87.8	\$57,070.00
Fee Applications	14.1	\$9,165.00
Travel	8.2 (at 100%)	\$2,665.00 (at 50%)
<b>TOTAL</b>	<b>110.1</b>	<b>\$68,900.00</b>

EXPENSE SUMMARY

Description	Expense
Court Call	\$44.00
Travel	\$533.60
Westlaw	\$243.05
<b>TOTAL</b>	<b>\$820.65</b>

APPLICATION

1. On April 2, 2001, (the "Petition Date") each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors-in-possession pursuant to sections 1107(a) and 1108 of the United States Bankruptcy Code.

2. On May 3, 2001, the Court entered an Interim Compensation Order, as amended by the Amended Interim Compensation Order, establishing procedures for monthly compensation and reimbursement of expenses of professionals (each such application, a "Monthly Fee Application"), and whereby any notice party listed in the Amended Interim Compensation Order may object to such Monthly Fee Application. If no notice party objects to professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of the interim and final fee applications of the professional.

3. Furthermore, and also pursuant to the Amended Interim Compensation Order, within forty-five (45) days of the end of each quarter, professionals are required to file and serve, upon the notice parties, a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application, less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

4. By an order of this Court, the PD FCR was authorized to retain Alan B. Rich as his counsel, effective as of September 29, 2008 (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Rich at his hourly rate charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that he incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. This Quarterly Fee Application, which is submitted in accordance with the Amended Interim Compensation Order, is Rich's Eleventh Quarterly Fee Application for compensation for services rendered in connection with the Chapter 11 Cases and covers the 41<sup>st</sup> Quarterly fee period of April 1, 2011 through June 30, 2011 (the "Fee Period").

6. Rich has filed with the Court the following Monthly Fee Applications for interim compensation during the Fee Period:

- (a) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Second Monthly Interim Period from April 1, 2011 Through April 30, 2011, seeking \$13,364.00 in fees (80% of \$16,705.00) and \$44.00 in expenses;
- (b) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Third Monthly Interim Period from May 1, 2011 Through May 31, 2011, seeking \$22,932.00 in fees (80% of \$28,665.00) and \$243.05 in expenses;
- (c) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Fourth Monthly Interim Period from June 1, 2011 Through June 30, 2011, seeking \$18,824.00 in fees (80% of \$23,530.00) and \$533.60 in expenses.

7. The monthly fee applications covered by this Quarterly Fee Application contain detailed daily time logs describing the actual and necessary services provided by Rich during the Fee Period, as well as other detailed information required to be included in fee applications. The Thirty-Second, Thirty-Third and Thirty-Fourth monthly fee applications (collectively, the "Applications") are attached hereto as Exhibits "1," "2" and "3" respectively.

8. The periods for objecting to the fee and expense reimbursements relating to the Thirty-Second, Thirty-Third and Thirty-Fourth monthly fee applications have each passed without any objections being filed, whereupon Rich filed Certificates of No Objection with the Court, and Rich has been paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested, except for, as of the date hereof, the Thirty-Fourth Application for which a Certificate of No Objection has been filed but payment has not yet been received.

9. Rich has filed ten prior Quarterly Fee Applications.

10. By this Eleventh Quarterly Fee Application, Rich requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Rich from April 1, 2011 through June 30, 2011, and authorize and require payment of said amounts less any amounts previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the Monthly Fee Applications that already have been filed with the Court.

11. Rich reserves his right to seek at a later date compensation for services rendered and expenses incurred during the applicable period that are not otherwise included in the relevant



monthly fee application.

12. At all relevant times, Rich has been a disinterested person as that term is defined in Section 101(14) of the United States Bankruptcy Code, as modified by section 1107(b) of the United States Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

13. All services for which compensation is requested by Rich were performed for or on behalf of the PD FCR and not on behalf of any committee, creditor, or other person.

14. Rich believes that this Quarterly Fee Application complies with the requirements of Del. Bankr. LR 2016-2 and the Amended Interim Compensation Order.

15. During the Interim Period, Rich has received no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases, other than the interim compensation payments pursuant to the Amended Interim Compensation Order. There is no agreement or understanding between Rich and any other person for the sharing of compensation to be received for services rendered in these cases.

16. The professional services and related expenses for which Rich requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of Rich's professional responsibilities as counsel for the PD FCR in the Chapter 11 Cases. Rich's services have been necessary and beneficial to the PD FCR as well as the Debtors and their estates, creditors, and other parties in interest.

17. Pursuant to Fed R. Bankr. P. 2016(b), Rich has not shared, nor has agreed to share: (a) any compensation it has received or may receive with another party or person, or (b) any compensation another person or party has received or may receive in connection with the

Chapter 11 Cases.

WHEREFORE, Alan B. Rich, Esq. respectfully requests that the Court enter an order, providing that (a) for the period from April 1, 2011 through June 30, 2011, an administrative allowance be made to Rich in the sum of \$68,900.00 as compensation for reasonable and necessary professional services rendered to the PD FCR and, in the sum of \$820.65 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$69,720.65; (b) that the Debtors be authorized and directed to pay to Rich the outstanding amount of such sums, less any sums previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order and (c) this Court grant such other and further relief to which Rich is justly entitled.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'ABR' followed by a stylized flourish.

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Alan B. Rich  
Texas Bar No. 16842350  
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1201 Elm Street  
Dallas, Texas 75270  
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COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

DECLARATION

Alan B. Rich, declares as follows:

I am the counsel hired by the PD FCR with the approval of the Court, and am familiar with the legal services which I rendered to the PD FCR. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I believe that this Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 5, 2011.



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CERTIFICATE OF SERVICE

I certify that on the 5<sup>th</sup> day of August, 2011, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



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# **EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>  <b>W. R. GRACE &amp; CO., et al.,</b>  <i>Debtors.</i>	<b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b>	<b>Chapter 11</b>  <b>Case No. 01-01139 (JKF)</b>  <b>Jointly Administered</b>  <b>Objection Deadline: 5/23/2011; 4:00 PM ET</b> <b>Hearing Date: TBD (if needed)</b>
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**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS AND  
HOLDERS OF DEMANDS FOR THE THIRTY-SECOND MONTHLY INTERIM  
PERIOD FROM APRIL 1, 2011 THROUGH APRIL 30, 2011**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 ( <i>nunc pro tunc</i> )
Period for Which Compensation and Reimbursement is Sought:	April 1, 2011 through April 30, 2011
Amount of Fees Sought as Actual Reasonable and Necessary:	\$13,364.00 [80% of \$16,705.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$44.00
 This is a(n): <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application	

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees <sup>1</sup>	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

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<sup>1</sup> At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	CNO Filed	CNO Filed
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	CNO Filed	CNO Filed

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 26 years, and his billing rate is \$650 per hour. In this Application period Mr. Rich billed 25.7 hours,<sup>2</sup> for a total amount billed of \$16,705.00 of which 80% is

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<sup>2</sup> Travel Time, if any, is included in this figure at 50% of actual time.

currently sought, in the amount of \$13,364.00, plus 100% of the expenses incurred during this period, in the amount of \$44.00, for a total currently sought of \$13,408.00.

As stated above, this is the Thirty-Second application for monthly fees and expenses.

The time for preparation of this Application is approximately 1.5 hour, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	22.7	\$14,755.00
Travel	0	\$0
Fee Application Matters (including FCR and Local Counsel)	3.0	\$1,950.00
TOTAL	25.7	\$16,705.00

EXPENSE SUMMARY

Description	Expense
Courtcall	\$44.00
TOTAL	\$44.00

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CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



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Alan B. Rich, Esq.  
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COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

**CERTIFICATE OF SERVICE**

I certify that on the 2<sup>nd</sup> day of May, 2011, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



# EXHIBIT A

## ALAN B. RICH

*Attorney and Counselor*  
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### **INVOICE FOR PROFESSIONAL SERVICES (April, 2011)**

#### **Client**

**Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands**

#### **Matter**

***In re W. R. Grace, No. 01-1139 (Bankr. D. Del)***

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
4/1/2011	Prepare, file and serve 31st Monthly Fee Application	1.5
4/1/2011	Review York acquisition of equity notice	0.1
4/1/2011	Review Maryland Casualty Notice of Cross Appeal re confirmation orders	0.1
4/1/2011	Review Maryland Casualty Designation of Issue for Cross Appeal	0.1
4/1/2011	Review Libby Claimants statement of issues on appeal from confirmation orders	0.1
4/1/2011	Review State of Montana statement of issues on appeal from confirmation orders	0.1
4/1/2011	Review Canada's statement of issues on appeal from confirmation orders	0.1

4/1/2011	Review monthly fee applications of Canadian ZAI counsel	0.3
4/1/2011	Review GEICO statement of issues on appeal from confirmation orders	0.1
4/1/2011	Review AXA Belgium statement of issues on appeal from confirmation orders	0.1
4/1/2011	Review CNO re Notice of Proposed Sale of Certain Investment and Other Assets of Debtors' Grace Construction Products Business Unit Pursuant to Order Establishing Procedures for the Sale of De Minimis Assets	0.1
4/1/2011	Review Anderson Memorial Hospital's statement of issues on appeal from confirmation orders and record designation	0.2
4/1/2011	Review Statement of Issues to be Presented to the United States District Court for the District of Delaware of the UCC and Bank Lender Group	0.1
4/1/2011	Review Stipulation consolidating appeals, etc.	0.1
4/1/2011	Review Arrowood Notice of Appearance in appeals	0.1
4/1/2011	Review Garlock's statement of issues on appeal from the confirmation orders	0.1
4/4/2011	Review Appellees' designation of the record on appeal from the confirmation orders	0.5
4/4/2011	Review Order of District Court resetting oral argument in appeals	0.1
4/4/2011	Draft Notice of Appearance in appeals and emails to and from local counsel re same	0.4
4/4/2011	Review CNO re 2011 Long Term Incentive Plan	0.1
4/5/2011	Prepare, file and serve CNO for Judge Sanders' 22nd Monthly Fee Application	0.2

4/5/2011	Prepare, file and serve 23rd Monthly Fee Application of Judge Sanders	0.7
4/6/2011	Review Maryland Casualty counter-designation of issues on appeal	0.1
4/6/2011	Review Plan Proponents' counter-designation of record items for appeal	0.1
4/6/2011	Review Amended CNO re 2011 Long Term Incentive Plan	0.1
4/7/2011	Review February, 2011 Monthly Operating Report	0.4
4/7/2011	Review Opinion of Third Circuit dismissing Anderson Memorial Hospital's appeal from denial of class certification	0.2
4/8/2011	Review Order granting Motion to Implement 2011 LTIP	0.1
4/8/2011	Review acknowledgement of protective orders and revise and execute same and return to Debtors' counsel	0.2
4/8/2011	Email to client re status	0.1
4/8/2011	Review 1Q2011 Statement of Payments to Ordinary Course Professionals	0.2
4/9/2011	Review Miscellaneous ECF Notices	0.1
4/11/2011	Review additional notices of intent to acquire equity filed by various York entities	0.2
4/11/2011	Emails to and from client and to Debtors' counsel re acknowledgment of protective orders	0.2
4/11/2011	Emails to and from fee auditor re Hill retention order	0.1
4/11/2011	Review FTP site re district court appeal	0.3
4/11/2011	Review Maryland Casualty statement of issues on cross appeal from confirmation orders	0.1
4/11/2011	Review Agenda for April Omnibus hearing	0.1

4/11/2011	Attention to arrangements for attending April Omnibus hearing	0.1
4/11/2011	Email to client re telephonic April Omnibus hearing	0.1
4/12/2011	Email from client re Omnibus hearing	0.1
4/12/2011	Review Arrowood Counter-Designation of Record for District Court appeal of confirmation orders	0.1
4/12/2011	Review Plan Proponents' final index of record items for appeal	0.4
4/13/2011	Review Miscellaneous ECF Notices	0.1
4/14/2011	Review Miscellaneous ECF Notices	0.1
4/15/2011	Review Motion to approve Zonolite Road (Georgia) settlement	0.5
4/15/2011	Review Debtors' objection to claim of the Illinois dept of revenue	0.3
4/15/2011	Prepare file and serve CNO re Local Counsel's second fee application	0.2
4/18/2011	Attend telephonic April Omnibus hearing	1.2
4/18/2011	Review Correspondence from Debtors to Judge Buckwalter re cross appeal	0.1
4/18/2011	Review Canadian ZAI claimants' motion to appoint Canadian ZAI Settlement Administrator and emails to client and ZAI counsel re same	0.5
4/19/2011	Emails to and from clien re Canadian ZAI motion	0.1
4/19/2011	Email from US ZAI counsel re Canadian ZAI motion	0.1
4/20/2011	Memo to client re pending Canadian ZAI motion and research therefor	1.0
4/20/2011	Email to Richard Schiro, PD Trustee Nominee re status	0.1
4/20/2011	Review Notice of Service of Debtors' Supplemental Responses and Objections to Claimants Neutocrete, NSI and FTF's First Set of Interrogatories Directed to Debtors	0.1

4/21/2011	Review Miscellaneous ECF Notices	0.1
4/21/2011	Email to local counsel re service issues	0.1
4/21/2011	Review Motion of Bank Lender Group and UCC re page limits	0.1
4/21/2011	Prepare file and serve CNO re 31st Monthly fee application	0.2
4/22/2011	Review Libby Claimants' Assented-To Motion to Submit Under Seal the Key Identifying Certain Libby Claimants By Number	0.1
4/23/2011	Review Anderson Memorial Hospital's Motion to Exceed Page Limits	0.1
4/25/2011	Review 39th Quarterly Report of Settlements	0.1
4/25/2011	Review 39th Quarterly Report of Asset Sales	0.1
4/26/2011	Prepare file and serve CNO for PD FCR 23rd Monthly Fee Application	0.2
4/26/2011	Review Exhibit F from Canadian ZAI administrator motion (omitted from initial filing)	0.2
4/26/2011	Review Pro Hac Vice application of Michael Brown in USDC	0.1
4/26/2011	Emails to and from local counsel re district court pleadings and preparation of USDC registration form	0.2
4/27/2011	Review Libby Claimants' opening appellate brief	1.2
4/28/2011	Conference with USDC re pro hac and electronic noticing issues	0.1
4/28/2011	Review Order granting Bank Lenders' motion for oversize Brief	0.1
4/28/2011	Review Notice of Acquisition of Equity by York-related entity	0.1
4/28/2011	Review Bank Lenders/UCC opening appellate brief	1.5
4/28/2011	Review briefing notice for appellees' briefs from USDC	0.1
4/28/2011	Review BNSF's opening appellate brief	1.0

4/29/2011	Review opening appellate Brief and supplemental record of Maryland Casualty	1.0
4/29/2011	Review opening appellate brief of GEICO and Republic and appendix	1.0
4/29/2011	Review Canada's opening appellate brief	0.6
4/29/2011	Review of the State of Montana's opening appellate brief	0.8
4/29/2011	Review opening appellate brief of AXA Belgium	0.8
4/30/2011	Review Anderson Memorial Hospital's opening appellate brief	1.5
4/30/2011	Review Garlock's opening appellate brief	1.2

Total: 25.7 hours @ \$650/hour = \$16,705.00

Expenses: Court Call (March Omnibus) – \$44.00

Total Expenses: \$44.00

**Total Fees and Expenses Due: \$16,749.00**



# **EXHIBIT 2**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>W. R. GRACE &amp; CO., et al.,</b>	§	<b>Case No. 01-01139 (JKF)</b>
	§	
<b><i>Debtors.</i></b>	§	<b>Jointly Administered</b>
	§	
	§	<b>Objection Deadline: 6/21/2011; 4:00 PM ET</b>
	§	<b>Hearing Date: TBD (if needed)</b>

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS  
AND HOLDERS OF DEMANDS FOR THE THIRTY-THIRD MONTHLY  
INTERIM PERIOD FROM MAY 1, 2011 THROUGH MAY 31, 2011**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 ( <i>nunc pro tunc</i> )
Period for Which Compensation and Reimbursement is Sought:	May 1, 2011 through May 31, 2011
Amount of Fees Sought as Actual Reasonable and Necessary:	\$22,932.00 [80% of \$28,665.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$243.05
This is a(n):	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees <sup>1</sup>	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

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<sup>1</sup> At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	CNO Filed	CNO Filed

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 26 years, and his billing rate is \$650 per hour. In this Application

period Mr. Rich billed 44.1 hours,<sup>2</sup> for a total amount billed of \$28,665.00 of which 80% is currently sought, in the amount of \$22,932.00, plus 100% of the expenses incurred during this period, in the amount of \$243.05, for a total currently sought of \$23,175.05.

As stated above, this is the Thirty-Third application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	37.4	\$24,310.00
Travel	0	\$0
Fee Application Matters (monthly and quarterly, including FCR and Local Counsel)	6.7	\$4,355.00
TOTAL	44.1	\$28,665.00

EXPENSE SUMMARY

Description	Expense
Westlaw	\$243.05
TOTAL	\$243.05

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<sup>2</sup> Travel Time, if any, is included in this figure at 50% of actual time.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



---

Alan B. Rich, Esq.  
Texas Bar No. 16842350  
1201 Elm Street, Suite 4244  
Dallas, Texas 75270  
(214) 744-5100  
(214) 744-5101 [fax]  
[arich@alanrichlaw.com](mailto:arich@alanrichlaw.com)

COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

**CERTIFICATE OF SERVICE**

I certify that on the 1<sup>st</sup> day of June, 2011, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



# **EXHIBIT A**

## ALAN B. RICH

*Attorney and Counselor*  
4244 Renaissance Tower  
1401 Elm Street  
Dallas, Texas 75270  
Telephone 214.744.5100  
Fax 214.744.5101  
E-mail: [arich@alanrichlaw.com](mailto:arich@alanrichlaw.com)

### **INVOICE FOR PROFESSIONAL SERVICES (May, 2011)**

#### **Client**

**Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands**

#### **Matter**

***In re W. R. Grace, No. 01-1139 (Bankr. D. Del)***

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
5/2/2011	Prepare file and serve 32nd Monthly Fee Application	1.5
5/2/2011	Review Order granting pro hac application of Michael Brown	0.1
5/2/2011	Review Order granting Libby Motion to Seal	0.1
5/2/2011	Review Motion for Pro Hac Vice admission of Schafrick	0.1
5/2/2011	Review Motion for Pro Hac Vice admission of Glosband	0.1
5/2/2011	Review Order granting Anderson Memorial Hosp. Motion to exceed page limits	0.1
5/2/2011	Review Motion for Pro Hac Vice admission of Ifft	0.1
5/2/2011	Review Pro Hac Vice Motion of Longosz	0.1
5/2/2011	Review Motion for Pro Hac Vice admission of Cellarosi	0.1



5/2/2011	Email to client re briefing issues	0.1
5/2/2011	Review Pro Hac Vice Motion of Morell	0.1
5/2/2011	Review Pro Hac Vice Motion of Giannotto	0.1
5/3/2011	Review McCabe Pro Hac Vice Motion	0.1
5/3/2011	Emails to and from client re Canadian ZAI motion and briefing issues	0.1
5/3/2011	Review Pro Hac Vice Motion of Shiner	0.1
5/3/2011	Email to J. Donley re appeal	0.1
5/4/2011	Review Order resetting May Omnibus hearing	0.1
5/4/2011	Review several notices of York entities disposing of WRG securities	0.2
5/4/2011	Review and analysis of Third Circuit opinion in GIT re effects on WRG confirmation appeal issues	1.0
5/5/2011	Review Pro Hac Vice Orders of Shafrick, Glosband, Ifft, Longosz, Cellarosi, Morell, Gianotto	0.3
5/5/2011	Prepare file and serve 3rd Monthly Fee Application of Local Counsel	0.4
5/5/2011	Review Canadian ZAI counsel CNO's re fee applications	0.1
5/5/2011	Emails to and from fee auditor re Hill quarterly applications	0.1
5/6/2011	Review Miscellaneous ECF Notices	0.1
5/7/2011	Review Miscellaneous ECF Notices	0.1
5/9/2011	Review Reponse of the Illinois Department of Revenue to Claim Objection	0.2
5/9/2011	Review March 2011 Monthly Operating Report	0.4
5/9/2011	Emails to and from debtors' counsel re payments to third parties in March	0.1

5/9/2011	Prepare, file and serve Quarterly Fee Application for the 40th period and Notice	2.0
5/9/2011	Prepare, file and serve Quarterly Fee Application for the 40th period of PD FCR and Notice	1.0
5/9/2011	Prepare Quarterly Fee Application for the 40th period of Local Counsel to the PD FCR and Notice	0.5
5/9/2011	Review CNO re Zonolite Road (Georgia) Claim settlement	0.1
5/9/2011	Review CNO re Appointment of Canadian ZAI settlement administrator	0.1
5/9/2011	Review Notice of Filing of Key to Libby claimants' identification	0.1
5/10/2011	Revision and filing of Quarterly Application of local counsel	0.2
5/10/2011	Email from debtors' counsel re March MOR	0.1
5/10/2011	Prepare, file and serve 24th Monthly Fee Application of PD FCR	0.5
5/10/2011	Review Pro Hac Vice application of Lockwood	0.1
5/10/2011	Review Pro Hac Vice application of Maclay	0.1
5/10/2011	Review Wehner Pro Hac Vice Application	0.1
5/10/2011	Review Final Report of the Fee Auditor for the 39th Quarter	0.2
5/10/2011	Review Fee Applications of Canadian ZAI counsel	0.3
5/10/2011	Research for Appellee's Brief	1.5
5/10/2011	Review Order approving Zonolite Road (Georgia) Settlement	0.1
5/10/2011	Review Order appointing Canadian ZAI claims administrator	0.1
5/11/2011	Email from J. Baer re pension contribution	0.1

5/11/2011	Research for Appellee's Brief	1.3
5/11/2011	Review Motion for Pro Hac Vice admission of Kozyak	0.1
5/11/2011	Review Order granting McCabe PHV Motion	0.1
5/11/2011	Review Motion for Pro Hac Vice admission of Rosendorf	0.1
5/12/2011	Review Withdrawal of Objection to Garlock 2019 statement access motion by Stanley, Mandel & Iola	0.1
5/12/2011	Review Order granting Shiner Pro Hac Vice motion	0.1
5/12/2011	Review Order granting Lockwood Pro Hac Vice motion	0.1
5/12/2011	Review Order granting Wehner Pro Hac Vice motion	0.1
5/12/2011	Review Order granting Maclay Pro Hac Vice motion	0.1
5/12/2011	Email to debtors' counsel re appellees' brief issues	0.1
5/12/2011	Review Order granting Kozyak Pro Hac Vice motion	0.1
5/12/2011	Review Order granting Rosendorft Pro Hac Vice motion	0.1
5/13/2011	Review Motion for Pro Hac Vice admission of Liesimer	0.1
5/13/2011	Emails to and from debtors' counsel re appellees' brief	0.1
5/13/2011	Review Canadian ZAI counsel Quarterly fee applications	0.3
5/14/2011	Review drafts of Plan Proponents' brief sections re PD issues	1.0
5/16/2011	Conference with Debtors' counsel re appellee's brief	0.2
5/16/2011	Email to client re status	0.1
5/16/2011	Review Pro Hac Vice motion of Frankel	0.1
5/16/2011	Review Pro Hac Vice motion of Wyrton	0.1

5/16/2011	Review motion to amend order re foreign holding company structure	0.3
5/16/2011	Review Pro Hac Vice motion of DiCristofaro	0.1
5/16/2011	Review Pro Hac Vice motion of Felder	0.1
5/17/2011	Review Agenda for May Omnibus	0.1
5/17/2011	Email from client re briefing	0.1
5/18/2011	Telephone conference with client re May Omnibus	0.1
5/18/2011	Review pro hac vice orders for Wyron, Frankel, Felder, DiCrisofaro and Liesemer	0.3
5/19/2011	Review Miscellaneous ECF Notices	0.1
5/20/2011	Continued Research for and drafting of the PD FCR's appellee's brief	8.0
5/20/2011	Review draft of Phase 2 of Rand study and letter from E. Insulbuch to Rand re same	1.0
5/22/2011	Review Miscellaneous ECF Notices	0.1
5/23/2011	Prepare CNO for 32nd Monthly Fee Application and filing and service of same	0.2
5/23/2011	Revisions to PD FCR's appellee's brief	0.6
5/23/2011	Conference with Debtors' counsel re appellee's brief	0.1
5/23/2011	Email from fee auditor re items on 40th Quarterly application	0.1
5/24/2011	Email from client re brief	0.1
5/24/2011	Email from debtors' counsel re brief	0.1
5/24/2011	Revisions to PD FCR's appellee's brief	1.2

5/24/2011	Email to fee auditor re inquiry	0.1
5/24/2011	Email from debtors' counsel re page limits	0.1
5/25/2011	Review Plan Proponents' motion to file oversize briefs	0.2
5/25/2011	Proof PD FCR's appellate brief in email to Karl Hill and client re filing	0.5
5/25/2011	Review Maryland Casualty's Cross-Appellant's Brief	0.2
5/25/2011	Review Brief of Travelers Casualty and Surety Company In Limited Response to Libby Claimants' Appeal Brief	0.7
5/25/2011	Review Pro Hac Vice motion for McDaniel	0.1
5/25/2011	Review Pro Hac Vice motion for Svirsky	0.1
5/25/2011	Review Pro Hac Vice motion for Sciavoni	0.1
5/26/2011	Review Pro Hac Vice motion for Nerko	0.1
5/26/2011	Prepare, file and serve Certificate of No Objection re 3rd Hill Fee Application	0.2
5/26/2011	Review Pro Hac Vice motion for Alcabes	0.1
5/26/2011	Review Pro Hac Vice motion for A. Frankel	0.1
5/26/2011	Review Pro Hac Vice motion for J. McDonald	0.1
5/26/2011	Email to client re briefs	0.1
5/26/2011	Review Maryland Casualty's Appellee's Brief	0.5
5/26/2011	Review Notice of Filing of Conformed Plan Proponents' brief in Insurer issues	0.1
5/27/2011	Conference with client re appellees' briefs	0.1
5/27/2011	Review appellee's brief of the CNA Companies	1.0

5/27/2011	Review Arrowood's appellee's brief	0.4
5/27/2011	Review Plan Proponents' brief on Insurance Issues	1.2
5/28/2011	Review Miscellaneous ECF Notices	0.1
5/30/2011	Review Plan Proponents' Brief on Lender Issues	2.5
5/30/2011	Review Plan Proponents' Main Brief	4.6
5/30/2011	Email to debtors' counsel re jury trial issue	0.3
5/31/2011	Review Miscellaneous ECF Notices	0.1

Total: 44.1 hours @ \$650/hour = \$28,665.00

Expenses: Westlaw – \$243.05

Total Expenses: \$243.05

**Total Fees and Expenses Due: \$28,908.05**

# **EXHIBIT 3**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>  <b>W. R. GRACE &amp; CO., et al.,</b>  <i>Debtors.</i>	<b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b> <b>§</b>	<b>Chapter 11</b>  <b>Case No. 01-01139 (JKF)</b>  <b>Jointly Administered</b>  <b>Objection Deadline: 7/21/2011; 4:00 PM ET</b> <b>Hearing Date: TBD (if needed)</b>
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**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS  
AND HOLDERS OF DEMANDS FOR THE THIRTY-FOURTH MONTHLY  
INTERIM PERIOD FROM JUNE 1, 2011 THROUGH JUNE 30, 2011**

Name of Applicant:	Alan B. Rich, Esq.
Authorized to Provide Services To:	Hon. Alexander M. Sanders, Jr., Legal Representative for Future Asbestos- Related Property Damage Claimants and Holders of Demands
Date of Retention:	September 29, 2008 ( <i>nunc pro tunc</i> )
Period for Which Compensation and Reimbursement is Sought:	June 1, 2011 through June 30, 2011
Amount of Fees Sought as Actual Reasonable and Necessary:	\$18,824.00 [80% of \$23,530.00]
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$533.60
This is a(n): <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application	



PRIOR APPLICATIONS

Date Filed	Period Covered	Requested Fees <sup>1</sup>	Requested Expenses	Status of Fees	Status of Expenses
11/15/2008	9/29/2008 to 9/30/2008	\$5,796.00	\$693.50	Paid	Paid
11/15/2008	10/1/2008 to 10/30/2008	\$24,380.00	\$3,821.18	Paid	Paid
12/11/2008	11/1/2008 to 11/30/2008	\$35,326.00	\$4,010.79	Paid	Paid
1/2/2009	12/1/2008 to 12/31/2008	\$18,510.00	\$1,482.39	Paid	Paid
2/1/2009	1/1/2009 to 1/31/2009	\$31,740.00	\$2,717.34	Paid	Paid
3/2/2009	2/1/2009 to 2/28/2009	\$32,614.00	\$2,420.56	Paid	Paid
4/2/2009	3/1/2009 to 3/31/2009	\$27,186.00	\$4,556.30	Paid	Paid
5/5/2009	4/1/2009 to 4/30/2009	\$25,898.00	\$2,612.62	Paid	Paid
6/2/2009	5/1/2009 to 5/31/2009	\$56,304.00	\$5,301.01	Paid	Paid
7/1/2009	6/1/2009 to 6/30/2009	\$56,902.00	\$7,769.09	Paid	Paid
8/22/2009	7/1/2009 to 7/31/2009	\$40,296.00	\$4,279.60	Paid	Paid
9/1/2009	8/1/2009 to 8/31/2009	\$56,442.00	\$6,484.97	Paid	Paid
10/1/2009	9/1/2009 to 9/30/2009	\$65,184.00	\$6,064.05	Paid	Paid
11/1/2009	10/1/2009 to 10/31/2009	\$28,848.00	\$2,337.16	Paid	Paid
12/1/2009	11/1/2009 to 11/30/2009	\$16,176.00	\$10.35	Paid	Paid
1/3/2010	12/1/2009 to 12/31/2009	\$7,200.00	\$194.00	Paid	Paid

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<sup>1</sup> At 80% of the total incurred.

2/1/2010	1/1/2010 to 1/31/2010	\$29,088.00	\$2,415.28	Paid	Paid
3/2/2010	2/1/2010 to 2/28/2010	\$7,392.00	\$187.00	Paid	Paid
4/1/2010	3/1/2010 to 3/31/2010	\$7,200.00	\$150.56	Paid	Paid
5/3/2010	4/1/2010 to 4/30/2010	\$11,040.00	\$805.28	Paid	Paid
6/1/2010	5/1/2010 to 5/31/2010	\$5,808.00	\$44.00	Paid	Paid
7/1/2010	6/1/2010 to 6/30/2010	\$9,792.00	\$779.81	Paid	Paid
8/1/2010	7/1/2010 to 7/31/2010	\$7,824.00	\$208.00	Paid	Paid
9/1/2010	8/1/2010 to 8/31/2010	\$4,272.00	\$273.00	Paid	Paid
10/1/2010	9/1/2010 to 9/30/2010	\$6,672.00	\$30.00	Paid	Paid
11/1/2010	10/1/2010 to 10/31/2010	\$3,408.00	\$44.00	Paid	Paid
12/1/2010	11/1/2010 to 11/30/2010	\$6,012.00	\$0	Paid	Paid
1/3/2011	12/1/2010 to 12/31/2010	\$13,572.00	\$1,146.02	Paid	Paid
2/1/2011	1/1/2011 to 1/31/2011	\$13,416.00	\$1,247.19	Paid	Paid
3/1/2011	2/1/2011 to 2/28/2011	\$17,992.00	\$1,509.34	Paid	Paid
4/1/2011	3/1/2011 to 3/31/2011	\$10,660.00	\$201.00	Paid	Paid
5/2/2011	4/1/2011 to 4/30/2011	\$13,364.00	\$44.00	Paid	Paid
6/1/2011	5/1/2011 to 5/31/2011	\$22,932.00	243.05	CNO Filed	CNO Filed

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 26 years, and his billing rate is \$650 per hour. In this Application

period Mr. Rich billed 36.2 hours,<sup>2</sup> for a total amount billed of \$23,530.00 of which 80% is currently sought, in the amount of \$18,824.00, plus 100% of the expenses incurred during this period, in the amount of \$533.60, for a total currently sought of \$19,357.60.

As stated above, this is the Thirty-Fourth application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$975.00 will be requested in a future application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Hours	Amount
Confirmation	27.7	\$18,005.00
Travel	8.2 [@100%]	\$2,665.00 [@50%]
Fee Application Matters (monthly and quarterly, including FCR and Local Counsel)	4.4	\$2,860.00
TOTAL	40.3	\$23,530.00

EXPENSE SUMMARY

Description	Expense
Travel	\$533.60
TOTAL	\$533.60

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<sup>2</sup> Travel Time, if any, is included in this figure at 50% of actual time.

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



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COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

**CERTIFICATE OF SERVICE**

I certify that on the 1<sup>st</sup> day of July, 2011, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



# **EXHIBIT A**

## ALAN B. RICH

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1401 Elm Street  
Dallas, Texas 75270  
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### **INVOICE FOR PROFESSIONAL SERVICES (June, 2011)**

#### **Client**

**Hon. Alexander M. Sanders, Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands**

#### **Matter**

***In re W. R. Grace, No. 01-1139 (Bankr. D. Del)***

<u>Date</u>	<u>Services Performed</u>	<u>Time</u>
6/1/2011	Prepare 33rd Monthly Fee Application and Notice of Filing and attention to filing and service of same	1.5
6/1/2011	Prepare, file and serve CNO for PD FCR's 24th Monthly Fee Application	0.2
6/1/2011	Review Notices re disposal of equities by York entities	0.2
6/1/2011	Review Settlement Notice re Chemical Road settlement with EPA	0.5
6/2/2011	Email to J. Baer re EPA Chemical Road settlement	0.1
6/2/2011	Review PHV Order for J. McDonald	0.1
6/2/2011	Review PHV Order for Schiavoni	0.1
6/2/2011	Review PHV Order for Alcabes	0.1

6/2/2011	Telephone call from J. Baer re acquisition transaction and confidentiality agreement	0.1
6/2/2011	Review PHV Order for Nerko	0.1
6/2/2011	Review PHV Order for A. Frankel	0.1
6/2/2011	Review PHV Order for Svirsky	0.1
6/2/2011	Review PHV Order for Pernicone	0.1
6/2/2011	Review Motion for Pro Hac Vice Admission of Adam Paul	0.1
6/2/2011	Review Confidentiality agreement and client joinder and email to client re same	0.5
6/2/2011	Review Motion for Pro Hac Vice Admission of J. Baer	0.1
6/2/2011	Review Motion for Pro Hac Vice Admission of J. Donley	0.1
6/2/2011	Review Motion for Pro Hac Vice Admission of L. Esayian	0.1
6/3/2011	Prepare, file and serve 4th Monthly fee application for Karl Hill, local counsel to the PD FCR	0.4
6/3/2011	Review papers filed by NY Hillside in connection with claims allowance re dissolution and distribution of assets	0.2
6/3/2011	Email from J. Baer re proposed Chemical Road settlement with EPA	0.1
6/6/2011	Emails from client and to J. Baer re confidentiality agreement	0.1
6/6/2011	Email from L. Esayian re jury trial issue	0.1
6/6/2011	Review Pro Hac Vice motion of Silverman	0.1
6/7/2011	Emails to and from J. Baer re Project Larch	0.1
6/7/2011	Review Pro Hac Vice Order re Baer	0.1

6/7/2011	Review Pro Hac Vice Order re A. Paul	0.1
6/7/2011	Email from R. Higgins re Chemical Road settlement with EPA	0.1
6/7/2011	Review Pro Hac Vice Order re Esayan	0.1
6/7/2011	Review Pro Hac Vice Order re Donley	0.1
6/7/2011	Email to K. Hill re Pro Hac issue	0.1
6/7/2011	Review Order re NY Hillside claim	0.1
6/7/2011	Review and execute Pro Hac Vice application and forward to local counsel	0.1
6/8/2011	Emails to and from client re oral argument on June 28	0.1
6/8/2011	Review Letter to Judge Buckwalter from counsel for Garlock	0.1
6/8/2011	Review Pro Hac Vice motion of Cassada	0.1
6/8/2011	Review Claims Settlement notice re TIPA patent litigation	0.5
6/8/2011	Review Garlock's Motion for Leave to file Reply Brief, and review of proposed Reply Brief	0.8
6/8/2011	Prepare, file and serve the 25th Monthly Fee Application of the PD FCR	0.7
6/8/2011	Review Pro Hac Vice Order for ABR	0.1
6/8/2011	Review Libby Claimants' opposition to Plan Proponents' motion re consolidated briefs	0.1
6/8/2011	Review Pro Hac Vice Order for Silverman	0.1
6/8/2011	Review Pro Hac Vice Motion of Zubaty	0.1
6/8/2011	Review Pro Hac Vice Motion of A. Rosenberg	0.1



6/9/2011	Review Plan Proponents' reponse to Libby motion re consolidated briefing	0.1
6/9/2011	Review Libby Claimants' reply statement re motion re consolidated briefs	0.1
6/9/2011	Review Pro Hac Vice Order for A. Rosenberg	0.1
6/9/2011	Review Pro Hac Vice Order for Zubaty	0.1
6/9/2011	Review Project Larch materials in preparation for conference call	0.6
6/9/2011	Review Pro Hac Vice Order for Cassada	0.1
6/9/2011	Review Pro Hac Vice Order for Simshak	0.1
6/10/2011	Attend project Larch conference call and emails to and from J. Sinclair re issues	0.4
6/10/2011	Review CNOs for Canadian ZAI fee applications	0.1
6/13/2011	Email from debtors' counsel re conference call	0.1
6/14/2011	Emails to and from client re oral argument	0.1
6/14/2011	Review Bank Lenders motion for leave to file Reply Brief and review of proposed Reply Brief	0.8
6/15/2011	Review Pro Hac Vice order for Worf	0.1
6/15/2011	Review Pro Hac Vice order for Bentley	0.1
6/15/2011	Review record transmittals to District Court from bankruptcy court	0.1
6/15/2011	Review Fee Auditor's Initial Report re Local Counsel Quarterly Application	0.3
6/15/2011	Emails to and from B. Ruhlander re Hill report	0.1
6/15/2011	Email from J. Sinclair re Larch information	0.1

6/15/2011	Email from Debtors' counsel re omnibus hearing	0.1
6/16/2011	Email from J. Sinclair re Larch information	0.1
6/16/2011	Review confidential Project Larch materials from broker in preparation for conference call	1.0
6/16/2011	Review powerpoint presentation for project Larch conference call	0.5
6/16/2011	Review Docketing Statements filed in USBC	0.1
6/16/2011	Review Response to Bank Lenders motion for leave	0.1
6/16/2011	Review York disposition of Equities notices	0.1
6/16/2011	Review Order granting Plan Proponents' consolidated briefing motion	0.1
6/16/2011	Review Order granting Garlock's motion for leave to reply	0.1
6/16/2011	Review Order granting Libby Reply	0.1
6/16/2011	Review Order granting Bank Lenders and UCC leave to reply	0.1
6/16/2011	Attend project Larch conference call	1.1
6/16/2011	Review BNSF motion for leave to reply and proposed reply brief	0.5
6/17/2011	Review CNO re motion for amended order re foreign holding company structure	0.1
6/17/2011	Review Docketing Statement filed in USBC	0.1
6/20/2011	Review Miscellaneous ECF Filing receipts	0.1
6/20/2011	Emails to and from J. Baer re Oral Argument	0.1
6/21/2011	Email to K. Hill re status	0.1
6/21/2011	Review Bank Lenders' Notice of Supplemental Authority	0.4

6/21/2011	Review Fee Auditor's Amended Report re 39th Quarterly Applications	0.1
6/21/2011	Review Motion to Approve Consent Decree with EPA and Massachusetts re Walpole site	0.4
6/21/2011	Review Motion to File Under Seal Motion regarding potential acquisition transaction	0.4
6/21/2011	Review Motion (not sealed version) re new acquisition	0.7
6/22/2011	Review Declarations in support of new acquisition motion	0.5
6/22/2011	Emails to other professionals re new acquisition motion	0.1
6/22/2011	Review Libby Claimants' Reply Brief	0.5
6/22/2011	Prepare and file COC re Corrected Hill retention order	0.4
6/22/2011	Review Order granting motion to seal documents re acquisition	0.1
6/22/2011	Prepare file and serve CNO for 33rd Monthly Fee Application	0.2
6/22/2011	Review amended Order authorizing foreign holding company structure	0.1
6/22/2011	Review Pro Hac Vice application of Speights	0.1
6/22/2011	Review CNO re Curtis Bay settlement notice	0.1
6/23/2011	Email from R. Wyron re Larch	0.1
6/23/2011	Email from Debtors' counsel re oral argument schedule	0.1
6/24/2011	Review Order granting BNSF motion to file Reply Brief	0.1
6/24/2011	Review Montana motion for leave to file Joinder to the Reply Brief of BNSF	0.1
6/24/2011	Review Canada's motion for leave to file Joinder to the Reply Brief of BNSF	0.1

6/24/2011	Email from Karl Hill re fee issue	0.1
6/24/2011	Prepare letter to Fee Auditor re Hill quarterly fee report	0.3
6/25/2011	Review Order re denial of confirmation of Pittsburgh Corning plan	1.0
6/27/2011	Conference with client re oral argument	0.1
6/27/2011	Review Order granting Pro Hac Vice motion of Speights	0.1
6/27/2011	Review Order granting Canada's joinder in BNSF reply	0.1
6/27/2011	Prepare for Oral Argument in USDC	0.5
6/27/2011	Review Pro Hac Vice motion of Casey	0.1
6/27/2011	Review Order granting Montana's joinder in BNSF reply	0.1
6/27/2011	Travel (nonworking) to Oral Argument (Philadelphia) (5.2 hrs.@50%)	2.6
6/28/2011	Attend Oral Argument in USDC in Philadelphia	6.0
6/28/2011	Return Travel (nonworking) from Oral Argument (3 hrs.@50%)	1.5
6/28/2011	Review Pro Hac Vice application of Pasquale	0.1
6/28/2011	Review Pro Hac Vice application of Toole	0.1
6/29/2011	Review Pro Hac Vice Order of Pasquale	0.1
6/29/2011	Review Pro Hac Vice Order of Toole	0.1
6/29/2011	Review Pro Hac Vice Order of Casey	0.1
6/29/2011	Review Certification of Counsel re 39th Quarterly Project Categories	0.2
6/29/2011	Review Certification of Counsel re 39th Quarterly Fee Applications	0.1
6/29/2011	Review Notice of Disposition of Collateral (York)	0.1

6/29/2011	Email from Karl Hill re report on today's oral argument	0.1
6/29/2011	Review Agenda for July omnibus hearing	0.1
6/29/2011	Email to client re July Omnibus hearing	0.1
6/30/2011	Emails to and from client re hearing schedule	0.1
6/30/2011	Review Order approving 39th Quarterly fee applications	0.1
6/30/2011	Review Fee Auditor's Final Report re 1st Quarterly Hill Application	0.1
6/30/2011	Emails to local counsel re corrected order	0.1
6/30/2011	Review Amended Agenda for July Omnibus hearing	0.1
6/30/2011	Emails to and from client re July Omnibus hearing	0.1
6/30/2011	Review Canadian ZAI counsel monthly fee applications	0.3
6/30/2011	Review notices of intent re equity of the Debtor filed by York entities	0.1

Total: 36.2 hours @ \$650/hour = \$23,530.00

Expenses: \$533.60 (detail on attached Exhibit 1)

**Total Fees and Expenses Due: \$24,063.60**

DATE	DESCRIPTION OF EXPENSE	AMOUNT
6/27/2011	RT Coach Airfare (and change fee)	\$336.24
6/27/2011	Taxi	\$35.00
6/28/2011	Breakfast	\$12.26
6/28/2011	Hotel	\$95.00
6/28/2011	Taxi	\$6.00
6/28/2002	Lunch (with Judge Sanders)	\$13.38
6/30/2011	Airport Parking	\$35.72
	TOTAL EXPENSES	\$533.60